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November 24, 2008

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CLIENT/MATTER NUMBER
999100-0130

VIA HAND DELIVERY

Mr. Jeffrey S. Jordan
Supervisory Attorney
Federal Election Commission
999 E Street, NW
Washington, DC 20463

Re: American Issues Project - MURs 6081 and 6094

Dear Mr. Jordan:

The undersigned has been designated to serve as counsel to Respondents American Issues Project ("AIP"), Ed Martin, Jr., and Edward Failor, Jr., in their capacities as officers of AIP in the above-referenced Matters Under Review (MURs 6081 and 6094).

Both of the complaints were politically motivated filed solely for purposes of harassing Respondent AIP, its donors and officers and neither state a cause of action under the Federal Election Campaign Act of 1971, as amended ("the Act").

AIP is not in violation of any federal statute, regulation or other applicable law. This organization, its officers and directors and all those associated with it have taken great pains to comply with all provisions of law applicable to AIP's activities and programs and will continue to do so at all times in the future.

AIP is organized as a qualified nonprofit corporation as that term is defined in the regulations of the Federal Election Commission ("FEC") 11 C.F.R. §114.10. As such, AIP enjoys the protections of the provisions of the Supreme Court's decision more than twenty years ago in *FEC v. Massachusetts Citizens for Life, Inc.*, 589 F. Supp. 646 (D. Mass. 1984), aff'd, 769 F.2d 13 (1st Cir. 1985), aff'd, 479 U.S. 238 (1986). The Supreme Court delineated the type of corporation which would be permitted to make independent expenditures under this ruling. "MCFL has three features essential to our holding that it may not constitutionally be bound by §441b's restriction on independent spending." These three criteria are as follows:

- The organization must be formed "for the express purpose of promoting political ideas, and cannot engage in business activities. If political fundraising events are merely designated as requests for contributions that will be used for political purposes, including direct expenditures, these events cannot be considered business activities."

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2008 NOV 25 P 1:27
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Mr. Jeffrey S. Jordan

November 24, 2008

Page 2

- The organization must have "no shareholders or other persons affiliated so as to have a claim on its assets or earnings."
- The organization must not have been established by a business corporation or a labor union, and must adopt a policy "not to accept contributions from such entities."

AIP complies with each and every one of the provisions outlined by the Supreme Court in the *MCFL* case, as well as the regulations of the FEC promulgated subsequent to the decision of the Supreme Court.

Contrary to the assertions in the complaint(s), AIP has *never* accepted any contributions from a corporate source, directly or indirectly, and statements to the contrary are wholly without any basis in fact.

The majority of AIP's annual expenditures are devoted to grassroots lobbying and education on issues, public policies and other communications, activities and programs appropriate to a 501(c)(4) social welfare organization in accordance with all applicable provisions of the Internal Revenue Code.

Finally, AIP's expenditures for communications or activities subject to disclosure to the Commission have fully complied with Commission regulations.

Accordingly, both complaints are wholly without merit and should be dismissed. Please contact me at (202) 295- 4081 if you have further questions. Thank you.

Sincerely,

/s/ Cleta Mitchell

Cleta Mitchell, Esq., Counsel
American Issues Project

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